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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KANSAS HEALTH FOUNDATION**

(The Corporation was originally incorporated as the Wesley Medical Endowment Foundation by Articles of Incorporation filed with the Kansas Secretary of State on March 30, 1978)

IT IS HEREBY CERTIFIED that *effective January 1, 2015*, the following Restated and Amended Articles of Incorporation which restate and amend the Corporation's Articles of Incorporation, as originally filed, were duly set forth, proposed, approved, declared advisable, and adopted one or more resolutions duly adopted by the Corporation's Board of Directors, in accordance with the provisions of K.S.A. § 17-6605 and amendments thereto, and the General Corporation Code of the State of Kansas, and that these Restated and Amended Articles of Incorporation constitute all of the Articles of Incorporation of the Corporation and do hereby supersede the Corporation's Articles of Incorporation as originally filed.

ARTICLE I

Name


The name of this Corporation is Kansas Health Foundation (the "Corporation").

ARTICLE II

Registered Office and Resident Agent

The address of the Corporation's registered office in the State of Kansas is 309 B Douglas, Wichita, Sedgwick County, Kansas 67202-3475. The resident agent at such address is the Corporation.

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ARTICLE III

Purposes

This Corporation is organized as a not-for-profit corporation exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). This Corporation's purpose is to improve the health of all Kansans in accordance with the health care purpose and mission of the Great Plains Annual Conference of The United Methodist Church and any successor Conference (collectively "Conference" or "Sponsoring Member"), as permitted by the Discipline of The United Methodist Church. The Corporation will serve as a supporting organization to the Sponsoring Member which itself constitutes a "publicly supported organization" as that term is described and used Federal Income Tax Regulation § 1.509(a)-4 and is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code. The Corporation may further interpret and define such purpose, and how such purpose can best be accomplished. This Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

ARTICLE IV

Inurement Prohibition

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III above. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

Membership Organization

This Corporation shall not have authority to issue capital stock, and all voting powers normally vested in stockholders shall be vested in the members of this Corporation, as described in this Article. The Sponsoring Member's sole authority and responsibility as Sponsoring Member is to elect the Corporation's Board as provided in Article VI below. For all other purposes, the members of the Corporation shall be the members of its Board, and they shall have all powers afforded members by law, except for the power to elect the Board, which power is reserved to the Sponsoring Member as provided in Article VI below.

ARTICLE VI

Board of Directors

A. The business and affairs of the Corporation shall be managed and conducted by a Board of Directors ("Board") consisting of not less than 8 persons, as determined by resolution of the Board from time to time. The elected members of the Board shall be elected by the Sponsoring Member pursuant to the nominating procedure set forth in the Corporation's Bylaws, as it may be revised from time to time. The power to elect shall not include the power to remove, nor shall the Sponsoring Member have any other power not expressly set forth in the Corporation's Articles of Incorporation. In addition, the President and CEO of the Corporation shall serve as an ex-officio Director, without vote. The Board may, when it deems it appropriate, meet in executive session by excluding persons who are not elected directors. The President and CEO, or other designated persons, may attend an executive session at the invitation of the Board. The Bylaws of the Corporation shall provide any additional qualifications and procedure to be followed in the nomination and election of Directors.

B. The Board shall have full power and authority to manage the Corporation and any and all of its assets, properties, and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the Board deems advisable and to allow them suitable compensation, and shall have any and all additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, that are expressly or impliedly granted to or invested in the Board by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified.

C. Notwithstanding anything herein to the contrary, the Board and the members shall not be authorized to do any act or activity which is contrary to any purpose for which an organization exempt from tax pursuant to Section 501(c)(3) of the Code may lawfully be organized.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal this Corporation's Bylaws, in whole or in part, at any time and from time to time, shall be vested in the Board and subject to the terms of the Bylaws.

ARTICLE VIII

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IX

Amendments to Articles of Incorporation

Pursuant to the alternative method for amending a corporation's Articles of Incorporation provided in K.S.A. § 17-6602(c)(3), as it may be amended from time to time, the Articles of Incorporation of the Corporation may be amended by a majority vote of the total number of all of members of the Corporation and a majority vote of the total number of all of the Directors of the Corporation, which vote may occur at a joint meeting of such members and Directors. In such event, the Board of Directors of the Corporation shall not be required to hold two meetings regarding such amendment. Provided, however, that if such action is to occur at a special meeting, notice of any such amendments stating the substance thereof will first be given to each Director having voting rights at least ten (10) days before such special meeting duly called for such purpose.

Notwithstanding the foregoing paragraph, any amendment that (i) changes the relationship between the Corporation and the Conference, (ii) amends or revokes Article III, above, or (iii) amends or revokes Article XI below in a manner that eliminates or diminishes the rights of the Conference, shall be subject to confirmation by or on behalf of such Conference.

ARTICLE X

Indemnification; Limitation on Liability

A. The Corporation shall indemnify any Director or officer of the Corporation, or any member of a Board Committee, who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a Director or officer of the Corporation, a member of a Board Committee, or is or was serving at the request of the Corporation as a Director, officer, employee, trustee, partner, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the Kansas General Corporation Code as now in effect and as hereafter amended. Such right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending any Proceeding in advance of its final disposition to the fullest extent permitted under the Kansas General Corporation Code as now in effect and as hereafter amended.

B. The rights conferred in paragraph A shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board or members of the Corporation, or otherwise.

C. The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would be obligated to indemnify such person against such liability under the provisions of this Article. The Corporation shall maintain general liability insurance so that volunteers of the Corporation may qualify for the provisions of K.S.A. 60-3601.

D. No Director of the Corporation shall be held personally liable to the Corporation or its members for breach of fiduciary duty as a Director except for liability (i) for any breach of a Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit.

E. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right to indemnification or limitation on the personal liability of any person who was entitled thereto at the time of such repeal or modification.

ARTICLE XI

Distribution of Assets Upon Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner or to such an organization, as will further the specific charitable purposes of this Corporation. Any such assets not so disposed of shall be disposed of by distribution to the Conference, if then tax-exempt, to be used exclusively for the purposes set forth in Article III above. In all events, however, such disposition shall satisfy the purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Eighteenth Judicial District, District Court, Sedgwick County, Kansas, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Wichita, Kansas, on this 16th day of December, 2014, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.



Steve Coen, President & CEO